WEIL, GOTSHAL & MANGES LLP

KIRKLAND & ELLIS LLP

767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

300 North LaSalle Chicago, Illinois 60654 Telephone: (312) 862-2000 Facsimile: (312) 862-2200

Marcia L. Goldstein Gary T. Holtzer Adam P. Strochak Stephen A. Youngman (admitted pro hac vice)

Sylvia A. Mayer (admitted pro hac vice)

James H.M. Sprayregen, P.C. Anup Sathy, P.C. (admitted pro hac vice)

Attorneys for Debtors and

Debtors in Possession

Co-Attorneys for Certain Subsidiary Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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Chapter 11 In re

GENERAL GROWTH

PROPERTIES, INC., et al., Case No. 09-11977 (ALG)

Debtors. **Jointly Administered**

NOTICE OF FILING SUPPLEMENT TO DISCLOSURE STATEMENT FOR PLAN DEBTORS' JOINT PLAN OF REORGANIZATION SOLELY WITH RESPECT TO CERTAIN DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

PLEASE TAKE NOTICE that the documents attached hereto (the "Second Group of Debtors' Disclosure Statement Supplement") account for the addition of Fox River Shopping Center, LLC and apply solely to the certain entities identified on the exhibit attached hereto as Exhibit A (collectively, for purposes of this notice, the "Plan Debtors"). The Confirmation Order DS (as hereinafter defined) is only supplemented or modified as provided herein. The Second Group of Debtors' Disclosure Statement Supplement supplements and replaces certain portions of the *Disclosure* Statement for Plan Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, filed on December 15, 2009 as Exhibit C to the Findings of Fact, Conclusions of Law, and Order Confirming the Plan Debtors' Joint Plan of

Reorganization under Chapter 11 of the Bankruptcy Code [Docket No. 3915] ("Confirmation Order DS," and together with the Second Group of Debtors' Disclosure Statement Supplement, the "Disclosure Statement"). For purposes of entry of a final order approving the adequacy of the Disclosure Statement, the Disclosure Statement shall be deemed (i) to include the Second Group of Debtors' Disclosure Statement Supplement with respect solely to the Plan Debtors, and (ii) amended as provided in the Second Group of Debtors' Disclosure Statement Supplement with respect solely to the Plan Debtors. The Plan Debtors, subject to the terms of the Disclosure Statement, reserve the right to alter, amend, modify or supplement the Second Group of Debtors' Disclosure Statement Supplement.

PLEASE TAKE FURTHER NOTICE that the Second Group of Debtors' Disclosure Statement Supplement may be viewed for free at the at the website of the Plan Debtors' voting and claims agent, Kurtzman Carson Consultants, LLC ("KCC") at http://www.kccllc.net/GeneralGrowth or for a fee on the Court's website at www.nysb.uscourts.gov. To access documents on the Bankruptcy Court's website, you will need a PACER password and login, which can be obtained at http://www.pacer.psc.uscourts.gov. To obtain hard copies of the Second Group of Debtors' Disclosure Statement Supplement, please contact KCC at (888) 830-4665 or by email at ggp_info@kccllc.com.

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the Disclosure Statement (the "Disclosure Statement Hearing") shall be held on **December 18, 2009 at 10:00 a.m.** (prevailing Eastern Time) before the Honorable Allan L. Gropper, United States Bankruptcy Judge, in Room 617 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement by the Plan Debtors in open court of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing. On December 1, 2009 an order was entered granting, among other things, preliminary approval of the Disclosure Statement.

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement.

Dated: New York, New York December 16, 2009

/s/ Gary T. Holtzer

Marcia L. Goldstein Gary T. Holtzer Adam P. Strochak WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000

and

Facsimile: (212) 310-8007

Stephen A. Youngman (*admitted pro hac vice*) WEIL, GOTSHAL & MANGES LLP 200 Crescent Court, Suite 300 Dallas, Texas 75201

Telephone: (214) 746-7700 Facsimile: (214) 746-7777

and

Sylvia A. Mayer (admitted pro hac vice) Melanie Gray, (admitted pro hac vice) WEIL, GOTSHAL & MANGES LLP 700 Louisiana Street, Suite 1600 Houston, Texas 77002 Telephone: (713) 546-5000 Facsimile: (713) 224-9511

Attorneys for Debtors and Debtors in Possession

and

James H.M. Sprayregen, P.C Anup Sathy, P.C. (admitted pro hac vice) KIRKLAND & ELLIS LLP 300 North LaSalle Chicago, Illinois 60654 Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Co-Attorneys for Certain Subsidiary Debtors and Debtors in Possession

Exhibit A

Adjourned Plan Debtor	Case No.	LID	Project
Burlington Town Center II LLC	09-12477 (ALG)	30	Burlington Town Center
Chico Mall, L.P.	09-11988 (ALG)	681	Chico Mall
Chico Mall L.L.C.	09-12084 (ALG)	680	Chico Mall
Fox River Shopping Center, LLC	09-12113 (ALG)	519	Fox River Shopping Center
Baltimore Center Associates Limited Partnership	09-12006 (ALG)	154	Gallery at Harborplace
Baltimore Center Garage Limited Partnership	09-12007 (ALG)	160	Gallery at Harborplace
Baltimore Center, LLC	09-12063 (ALG)	153	Gallery at Harborplace
GGP-Mall of Louisiana II, L.P.	09-12482 (ALG)	658	Mall of Louisiana
GGP-Mall of Louisiana, Inc.	09-12478 (ALG)	656	Mall of Louisiana
GGP-Mall of Louisiana, L.P.	09-12018 (ALG)	657	Mall of Louisiana
Mall of Louisiana Holding, Inc.	09-12191 (ALG)	659	Mall of Louisiana
Lancaster Trust	09-12473 (ALG)	24	Park City Center
Parcit-IIP Lancaster Venture	09-12486 (ALG)	23	Park City Center
Parcity L.L.C.	09-12487 (ALG)	748	Park City Center

Parcity Trust	09-12488 (ALG)	22	Park City Center
Park City Holding, Inc.	09-12489 (ALG)	747	Park City Center
PC Lancaster L.L.C.	09-12490 (ALG)	749	Park City Center
PC Lancaster Trust	09-12491 (ALG)	21	Park City Center
Providence Place Holdings, LLC	09-12233 (ALG)	248	Providence Place
Rouse Providence LLC	09-12252 (ALG)	247	Providence Place
Stonestown Shopping Center, L.P.	09-12283 (ALG)	714	Stonestown Shopping Center
Stonestown Shopping Center Holding L.L.C.	09-12479 (ALG)	712	Stonestown Shopping Center
Stonestown Shopping Center L.L.C.	09-12282 (ALG)	713	Stonestown Shopping Center
Ward Plaza-Warehouse, LLC	09-12313 (ALG)	719	Victoria Ward Warehouse / Plaza
The Woodlands Mall Associates, LLC	09-12323 (ALG)	504	Woodlands Mall
Land Trust No. FHB-TRES 200601	09-12186 (ALG)	809	Victoria Ward Warehouse / Plaza

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

GENERAL GROWTH :

PROPERTIES, INC., et al., : Case No. 09-11977 (ALG)

:

Debtors. : Jointly Administered

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SUPPLEMENT TO DISCLOSURE STATEMENT FOR PLAN DEBTORS' JOINT PLAN OF REORGANIZATION SOLELY WITH RESPECT TO CERTAIN DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

INDEX OF SECOND GROUP DEBTORS DISCLOSURE STATEMENT SUPPLEMENT MATERIALS

Capitalized terms used throughout this Second Group of Debtors' Disclosure Statement Supplement are defined in <u>Appendix A</u> -- "Material Defined Terms for Plan Debtors' Disclosure Statement" as attached to the Disclosure Statement, and as supplemented or amended.

DOCUMENT DESCRIPTION	EXPLANATION
Supplement to Disclosure Statement Section XIV, "Conclusion and Recommendations"	Contains signature blocks for the Plan Debtor identified in the supplement to Appendix C to the Disclosure Statement, attached hereto.
Replacement Exhibit 3 – "Financial Projections" to the Disclosure Statement	Refer to the note added to the financial projections indicating that the addition of Fox River Shopping Center, LLC has an immaterial impact on the aggregate numbers and, thus, the numbers have not been revised.
Supplement to Appendix A – "Material Defined Terms for Plan Debtors' Disclosure Statement" to the Disclosure Statement	Contains an additional defined term.
Supplement to Appendix C – "List of Plan Debtors & Corporate Secured Debt Claims and Non-Corporate Secured Debt Claims" to the Disclosure Statement	Contains a list identifying Fox River Shopping Center, LLC, the additional Plan Debtor.
Replacement Appendix D – "Coded Organization Chart" to the Disclosure Statement	Amended to account for the addition of Fox River Shopping Center, LLC, an additional Plan Debtor, identified in the supplement to Appendix C to the Disclosure Statement, attached hereto.
Supplement to Appendix E – "Corporate Reorganization Process" to the Disclosure Statement	Contains supplemental pages to reflect the Fox River Mall corporate restructuring process.
Note with respect to Supplement to Disclosure Statement Section VI, "Plan Description"	Certain modifications to the form of Plan were made in conjunction with the Confirmation Hearing on December 15, 2009 with respect to other Debtors. Those modifications are not reflected in the Disclosure Statement. Please refer to the Plan, which can be found as Exhibit B to the <i>Findings of Fact, Conclusions</i>

DOCUMENT DESCRIPTION	EXPLANATION
	of Law, and Order Confirming the Plan Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [Docket No. 3915].

Supplement to Disclosure Statement Section XIV, <u>"Conclusion and Recommendations"</u>

FOX RIVER SHOPPING CENTER, LLC By: /S/ Linda J. Wight, Vice President

Exhibit 3 – Financial Projections

Capitalized terms used in this <u>Exhibit 3</u> are defined in <u>Appendix A</u> to the Disclosure Statement, as supplemented or amended.

For the purpose of demonstrating that the Plan satisfies the feasibility standard described in Section VIII.A.3 of the Disclosure Statement, the Plan Debtors provide the attached consolidated cash flow analysis and the following narrative description.

The Plan Debtors estimate that the Emergence Costs are approximately \$428 million. Of this amount, \$319.8 million is associated with the mortgage and mezzanine debt restructuring, including extension fees, servicer fees and expenses, catch-up amortization payments, accrued interest, the funding of certain escrows and other expenses. A further \$108.2 million is associated with distributions related to prepetition claims against the Plan Debtors. The Plan Debtors are expected to fund these restructuring costs and Plan distributions predominately from funds generated by the Plan Debtors since the onset of their Chapter 11 Cases, with additional support from excess liquidity of GGP LP. These amounts are the best available estimates as of the date of this Disclosure Statement supplement and are subject to change based on the final number of Plan Debtors included or excluded from the Plan and other factors.

As described in Section II.B of the Disclosure Statement, the Plan Debtors engaged in lengthy negotiations with the Secured Debt Holders. In connection with those negotiations, in August 2009 the Plan Debtors completed the preparation of long-term project-level financial projections and provided those projections to the Secured Debt Holders and other key constituencies in the Chapter 11 Cases, including the professionals for the Creditors' Committee and the Equity Committee. The project-level projections completed in August 2009 show that the Plan Debtors will have cash flow well in excess of the amounts necessary to satisfy their principal and interest payments under the restructured secured loans and all other cash needs through 2014. The Plan Debtors' cash flow in 2010 is estimated to be approximately \$47.4 million less than their cash needs, due primarily to the \$150 million pay-down of the secured debt on the Ala Moana property as negotiated as part of the restructuring of that entity's property level secured loan. GGP expects to fund this shortfall out of excess liquidity of GGP LP. The Ala Moana pay-down also can be deferred beyond 2010.

The consolidated cash forecast attached shows that GGP has sufficient cash to fund the Emergence Costs of the Plan Debtors as well as the estimated \$47.4 million shortfall in 2010. On a pro forma basis including all estimated Emergence Costs and other payments required by the Plan, GGP projects it will have \$178.9 million in cash available at the end of 2010.

The Plan Debtors do not, as a matter of course, publish business plans, strategies, projections, anticipated financial positions, or the results of operations. Accordingly, the Plan Debtors do not anticipate that they will, and disclaim any

obligation to, furnish updated projections or cash flow forecasts, to holders of Claims or Interests in the Plan Debtors after the Confirmation Date, or to include such information in documents required to be filed with the SEC (if any) or otherwise make such information public. The Plan Debtors do, however, continue to update their projections to reflect actual results, business developments, changes in assumptions, and refinements to projection methodologies; future projections are likely to differ from those set forth herein. GGP anticipates incorporating such future financial projections in information that is delivered to certain constituencies for purposes of the remaining Chapter 11 Cases.

Creditors should not rely on the projections or cash flow forecast as a representation or guarantee of future performance; they are an estimate done as of August 2009 for purposes of demonstrating feasibility of the Plan and actual results could vary significantly. The projections and cash flow forecast have not been prepared on the basis of Generally Accepted Accounting Principles, the rules of the SEC, or the American Institute of Certified Public Accountants. The projections and cash flow forecast have not been audited or reviewed by independent public accountants.

General Growth Properties, Inc. Cash Forecast¹

(\$ in Millions)

	1 ransaction	Forecast	Jan - Dec											
	Dec-09	Jan-10	Feb-10	Mar-10	Apr-10	May-10	Jun-10	Jul-10	Aug-10	Sep-10	Oct-10	Nov-10	Dec-10	2010
Consolidated Cash Flow Before Debt Service and Plan Related Distributions	-	\$68.2	\$109.8	\$97.5	\$100.2	\$90.9	\$89.2	\$99.6	\$99.6	\$91.4	\$95.3	\$105.1	\$107.0	\$1,154.0
Debt Service	-	(91.4)	(91.4)	(90.9)	(91.9)	(91.8)	(92.4)	(93.4)	(92.9)	(93.2)	(93.2)	(93.7)	(93.7)	(1,109.8)
Restructuring & Settlement Related Distributions	(319.8)	-	-	-	-	-	-	-	-	-	-	-	(182.5)	(182.5)
Pre Petition Amounts	(108.2)	-	-	-	-	-	-	-	-	-	-	-	-	
Consolidated Cash Flow	(428.0)	(23.2)	18.4	6.6	8.2	(1.0)	(3.1)	6.2	6.7	(1.7)	2.1	11.5	(169.1)	(138.3)
Beginning Consolidated Cash	745.2	317.2	294.0	312.4	319.0	327.2	326.3	323.1	329.4	336.1	334.4	336.5	348.0	
Consolidated Cash Flow	(428.0)	(23.2)	18.4	6.6	8.2	(1.0)	(3.1)	6.2	6.7	(1.7)	2.1	11.5	(169.1)	
Ending Consolidated Cash	\$317.2	\$294.0	\$312.4	\$319.0	\$327.2	\$326.3	\$323.1	\$329.4	\$336.1	\$334.4	\$336.5	\$348.0	\$178.9	

¹ It should be noted that these projections were prepared prior to the inclusion of Fox River Shopping Center, LLC in the Plan However, the addition of Fox River Shopping Center, LLC, as well as a minor change to the interest rate for another property, have an immaterial impact on the aggregate numbers and, thus, the numbers have not been revised. If incorporated, the emergence costs would increase by approximately \$3.4 million and the cash flow difference would be approximately \$2.4 million over the twelve month time period.

Supplement to Appendix A – "Material Defined Terms for Plan Debtors' Disclosure Statement"

<u>Second Group of Debtors' Disclosure Statement Supplement</u> means this *Notice of Filing of Supplement to Disclosure Statement for Second Group of Plan Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code*, filed on December 16, 2009.

Supplement to Appendix C – "List of Plan Debtors & Corporate Secured Debt Claims and Non-Corporate Secured Debt Claims"

The list of additional Plan Debtors is repeated twice in this supplement to Appendix C, sorted first in ascending alphabetical order of the names of the properties the additional Plan Debtors are each respectively associated with, and second in ascending alphabetical order of the legal entity names of the additional Plan Debtors. A "LID" designation, also provided, is used for purposes of identifying the additional Plan Debtor entities. Pursuant to Section XIII.B of the Disclosure Statement, this supplement to Appendix C also identifies those additional Plan Debtors' Secured Debt Claims which the Plan Debtors believe should be treated as Corporate Secured Debt Claims and those additional Plan Debtors' Secured Debt Claims which the Plan Debtors believe should be treated as Non-Corporate Secured Debt Claims. Capitalized terms used in this supplement to Appendix C are defined in Appendix A to the Disclosure Statement, as supplemented or amended.

Appendix C – List of Plan Debtors (Sorted by Property)

LID	Debtor Name	Property Name	Type of Secured Debt Claim ¹
519	Fox River Shopping Center, LLC	Fox River	NCSD

-

¹ CSD indicates the entity has a Corporate Secured Debt Claim, and NCSD indicates the entity has a Non-Corporate Secured Debt Claim. These designations are referred to in Section XIII of the Disclosure Statement, which describes certain tax consequences of the Plan.

Appendix C – List of Plan Debtors (Sorted by Debtor)

LID	Debtor Name	Property Name	Type of Secured Debt Claim ²
519	Fox River Shopping Center, LLC	Fox River	NCSD

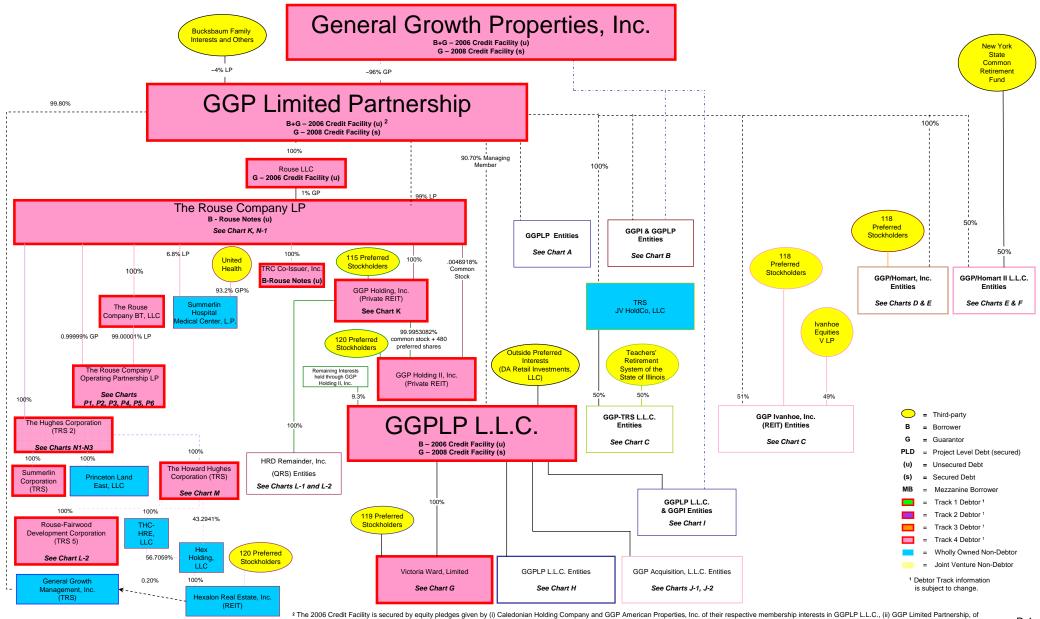
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² CSD indicates the entity has a Corporate Secured Debt Claim, and NCSD indicates the entity has a Non-Corporate Secured Debt Claim. These designations are referred to in Section XIII of the Disclosure Statement, which describes certain tax consequences of the Plan.

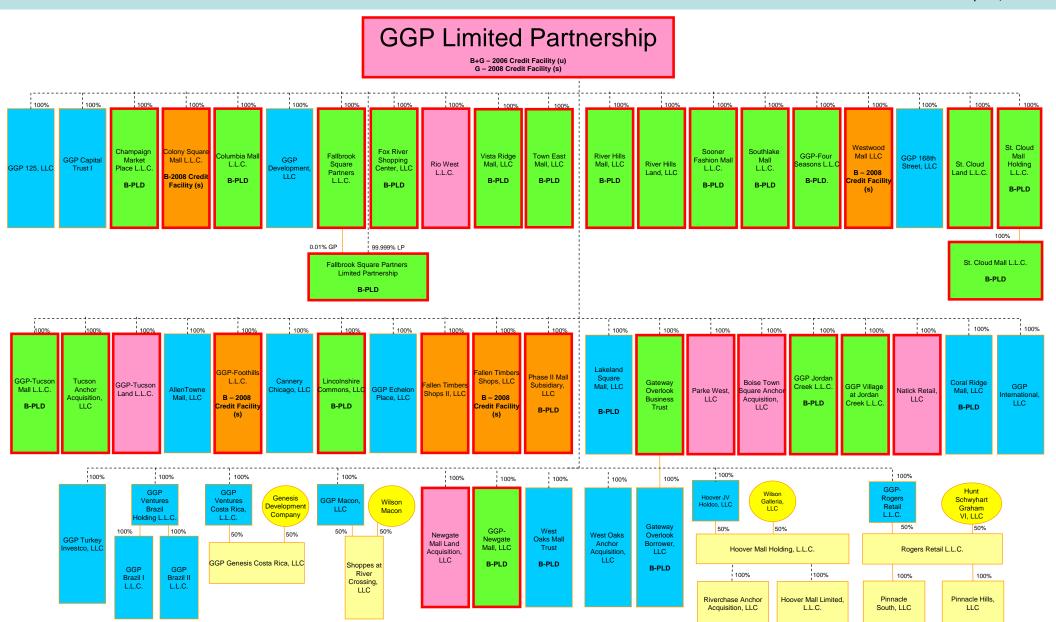
Replacement Appendix D - Coded Organization Chart

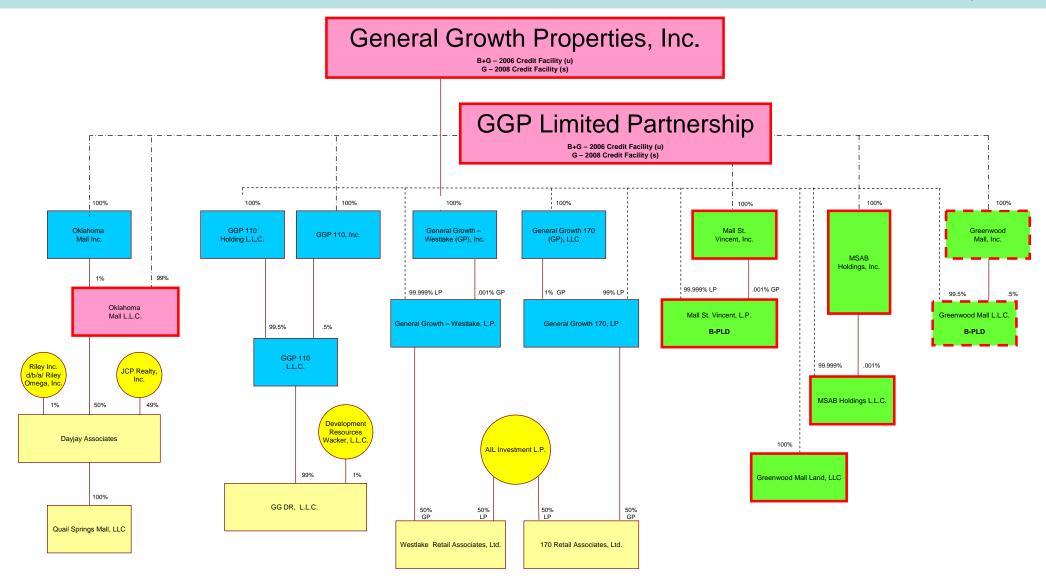
Pursuant to Section IV.B of the Disclosure Statement, this <u>Appendix D</u> depicts the current organizational structure of the GGP Group, as well as certain joint ventures in which the GGP Group holds ownership interests. The chart is coded to reflect pertinent information about each legal entity, including: (i) the entity's status as a Debtor or non-Debtor; (ii) whether the entity is a primary obligor pursuant to any Secured Debt Claims or certain other Secured Claims; and (iii) the grouping of each Debtor entity into one of four "tracks," reflecting the currently projected sequence of emergence from bankruptcy protection of each Debtor. ¹ Capitalized terms used in this <u>Appendix D</u> are defined in <u>Appendix A</u> to the Disclosure Statement, as supplemented or amended.

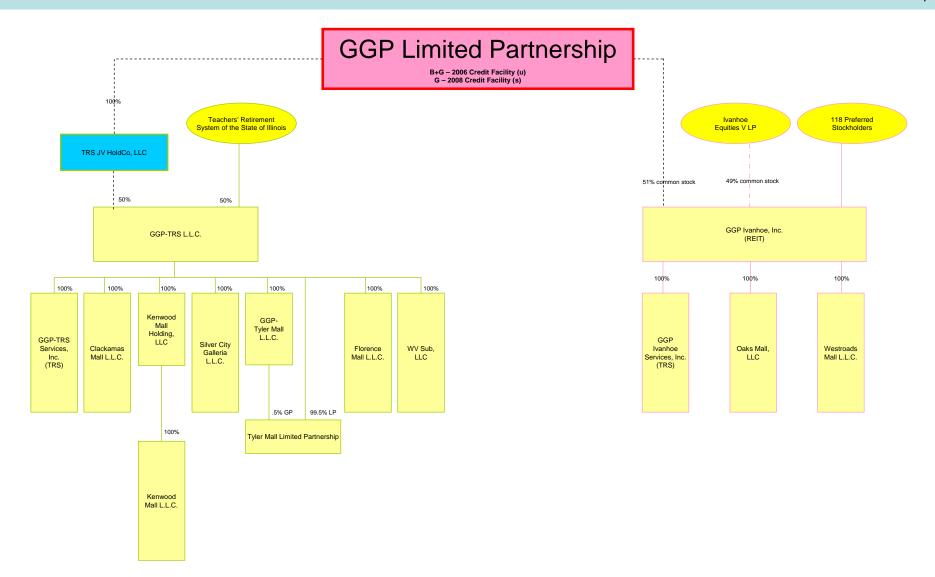
¹ The grouping of the various Debtors into respective "tracks" is subject to change.

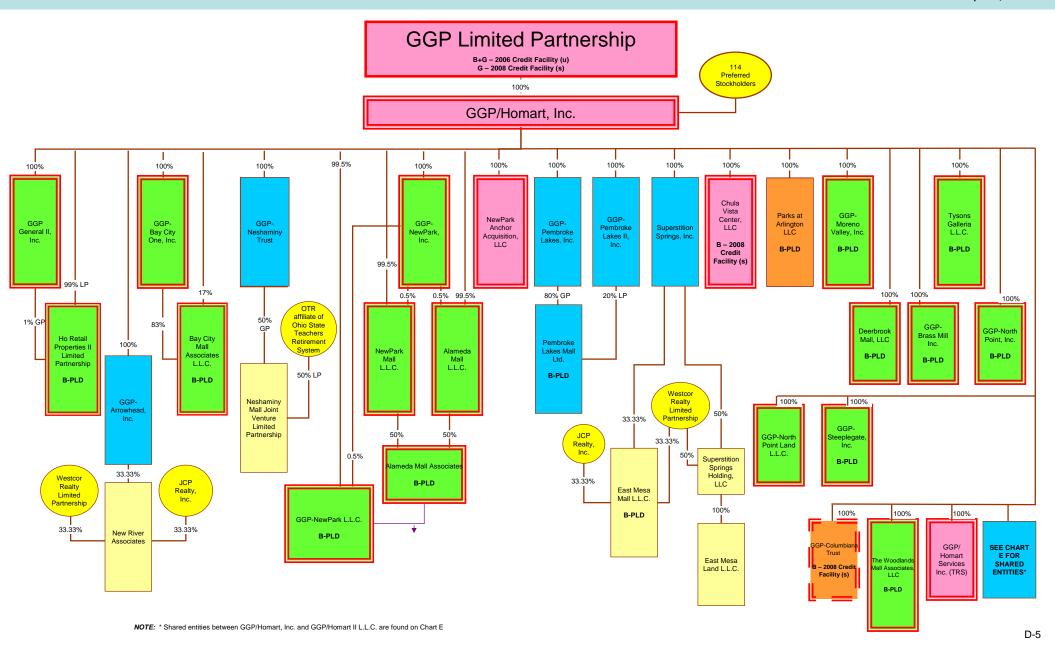


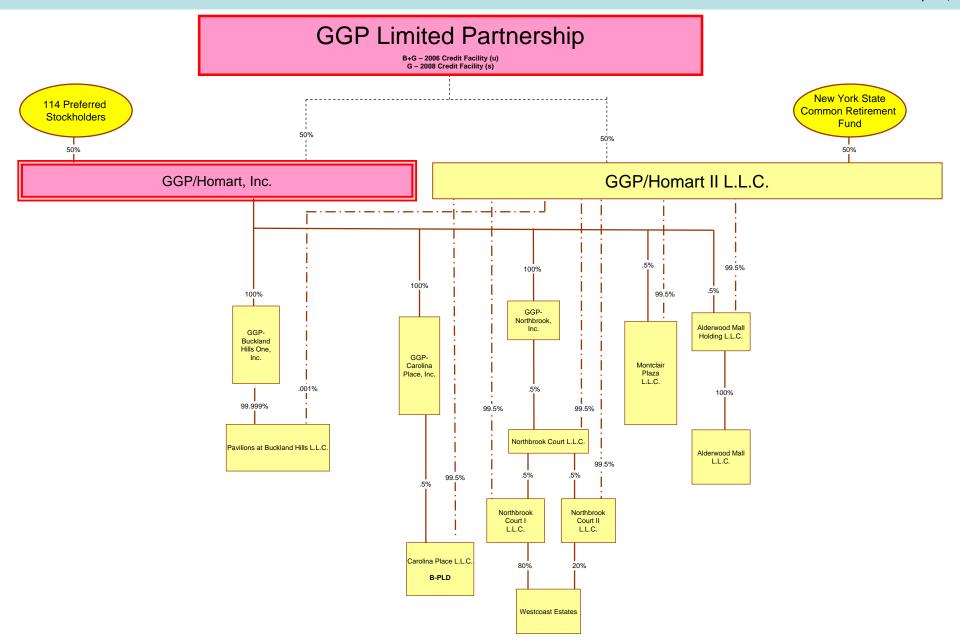
its respective (a) membership interests in both GGPLP L.L.C. and Rouse LLC, and (b) partnership interest in The Rouse Company LP, and (iii) Rouse LLC, of its respective partnership interest in The Rouse Company LP.

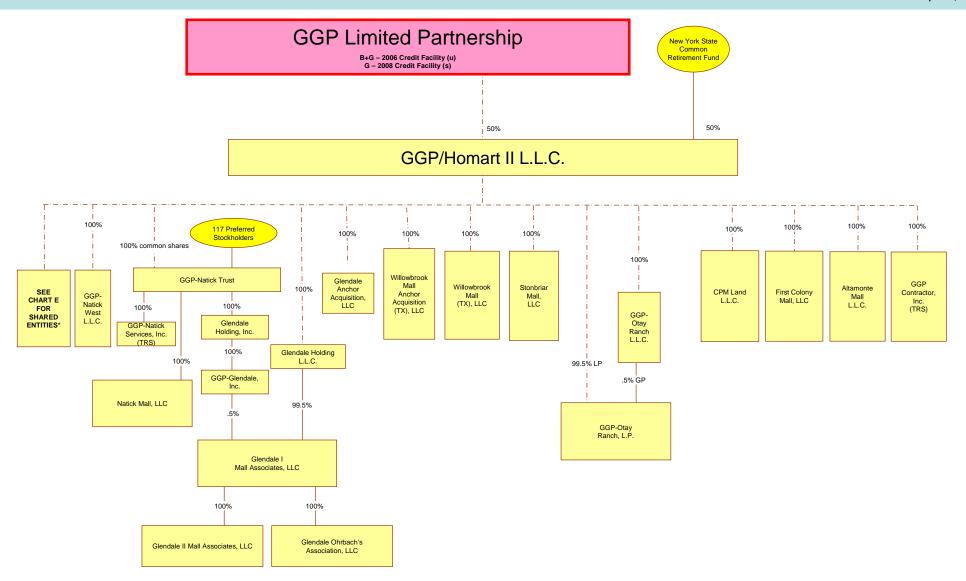


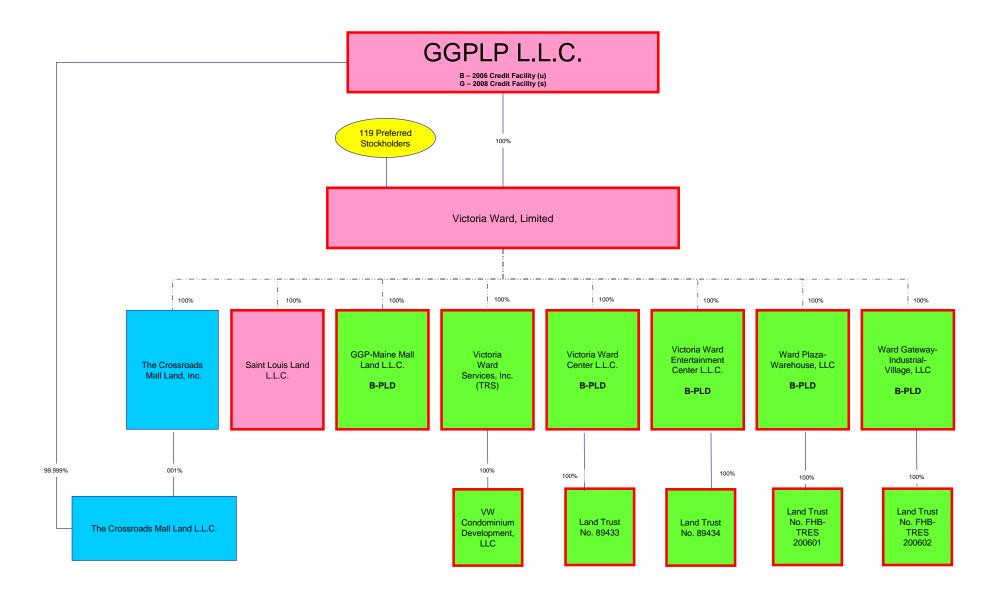


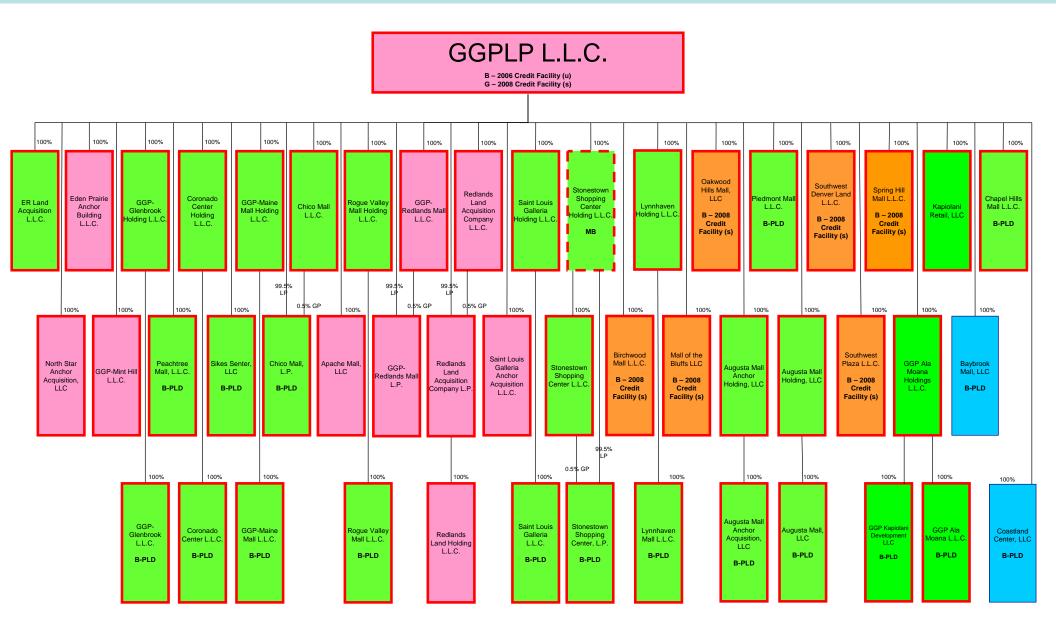


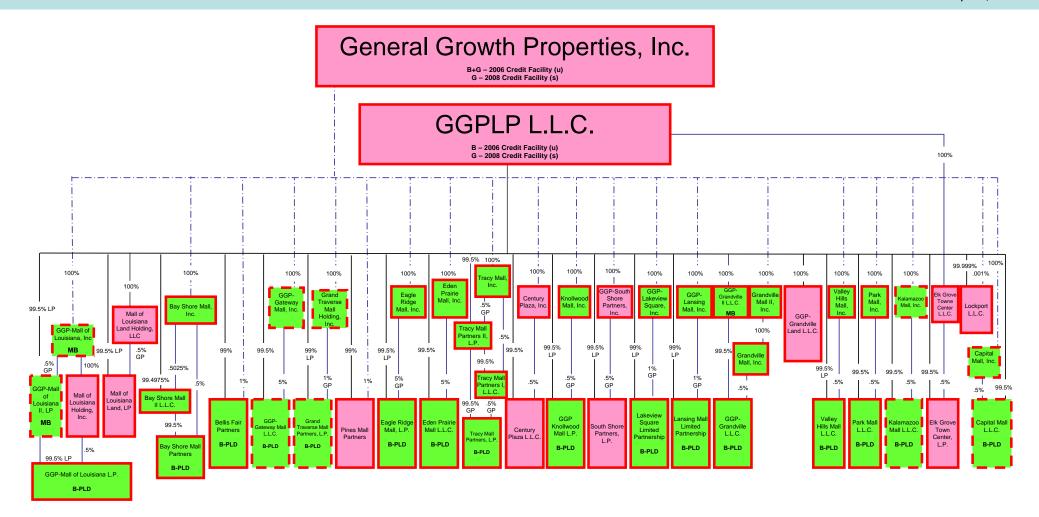


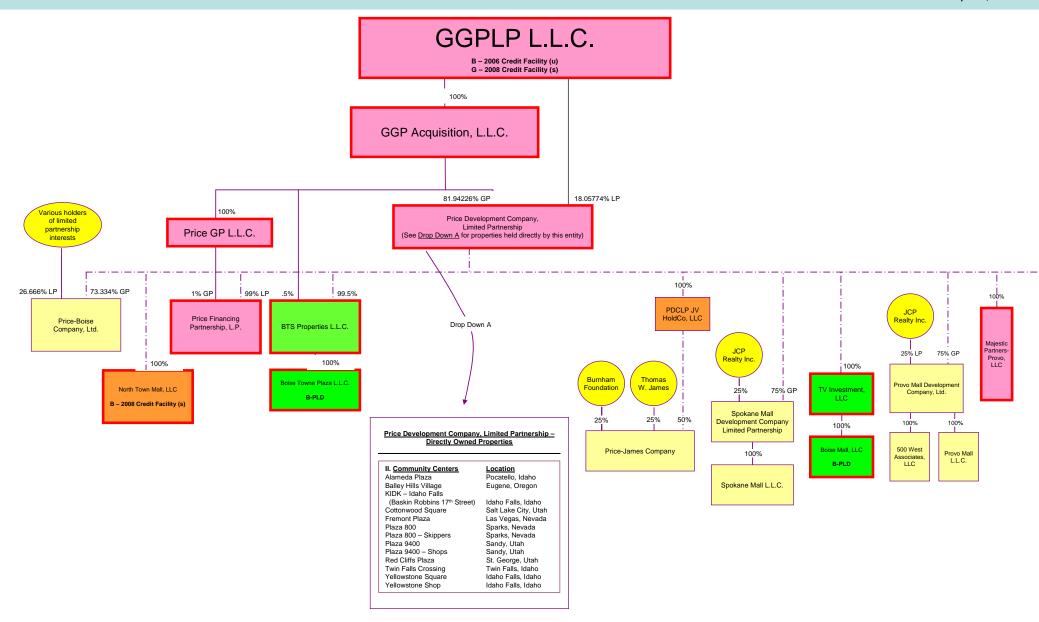


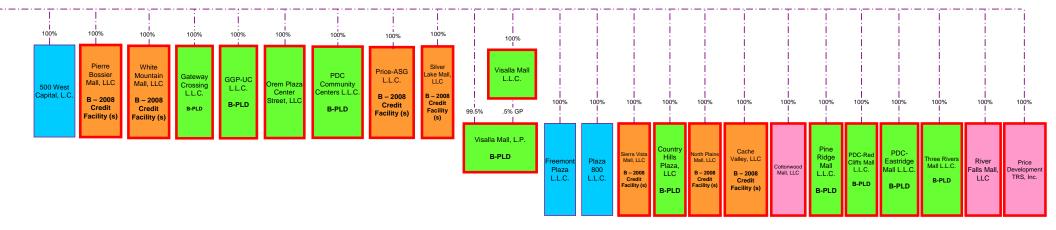


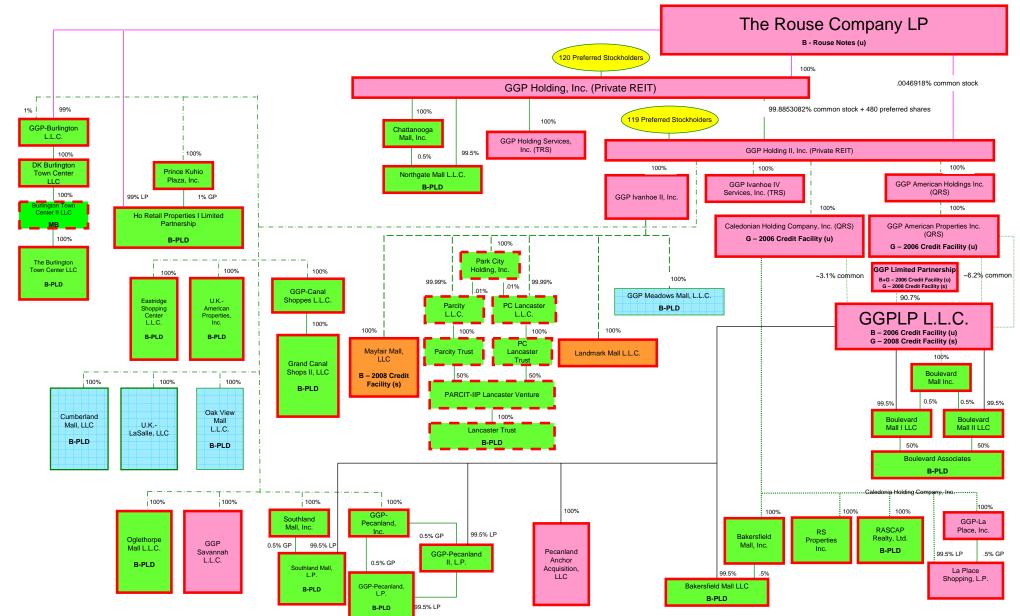


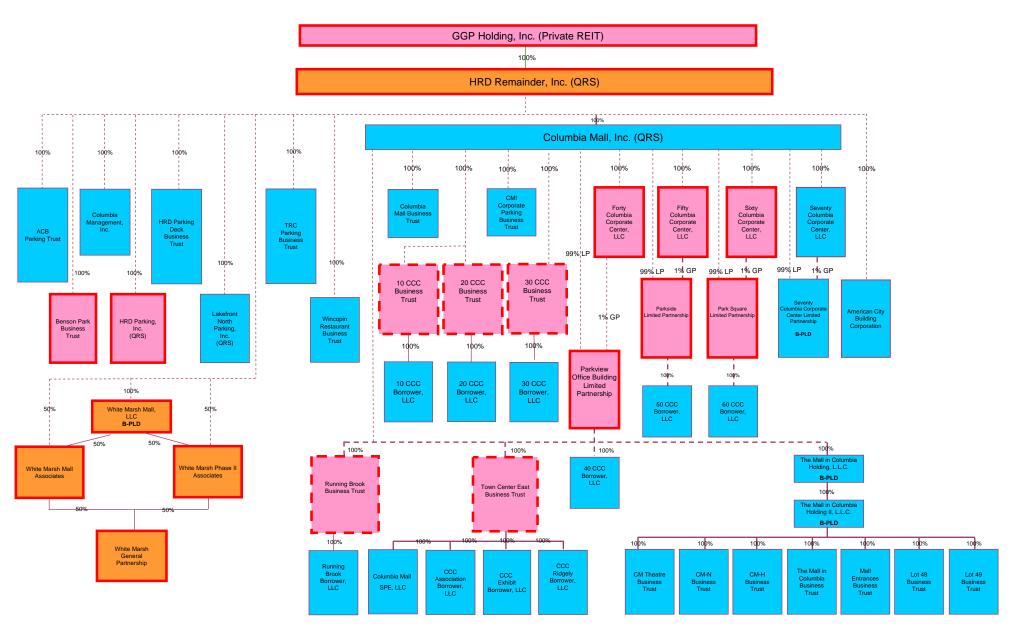


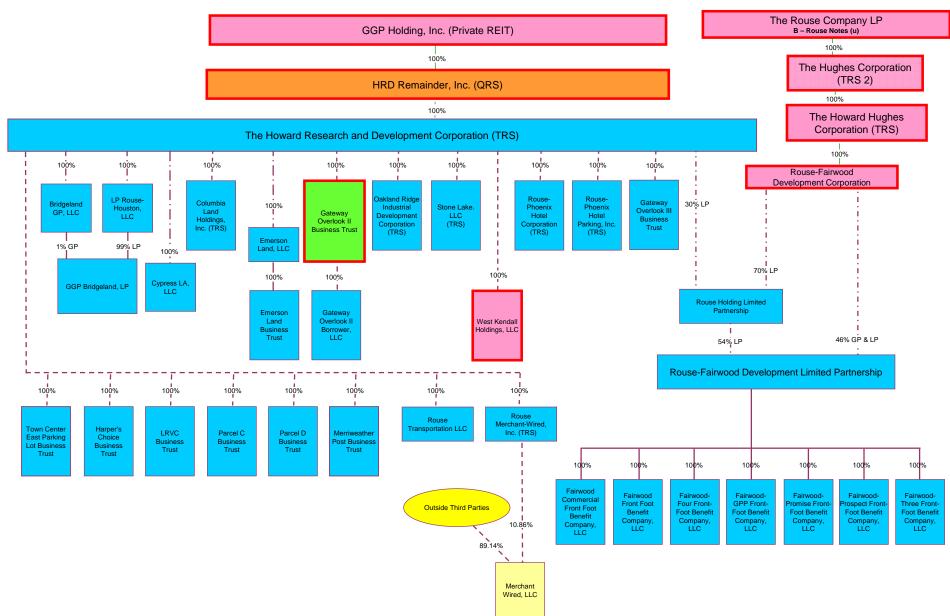


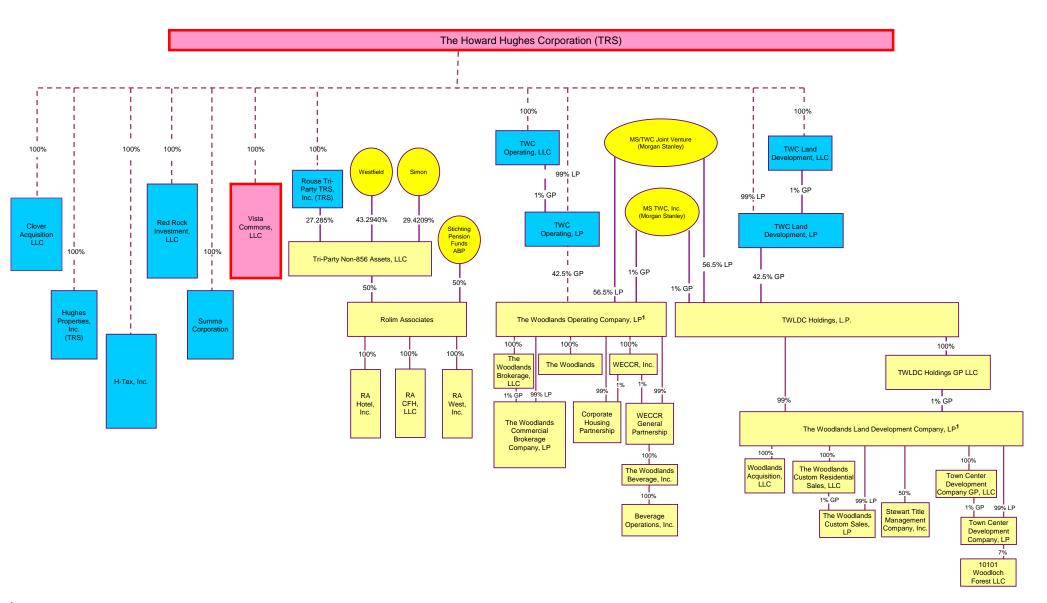




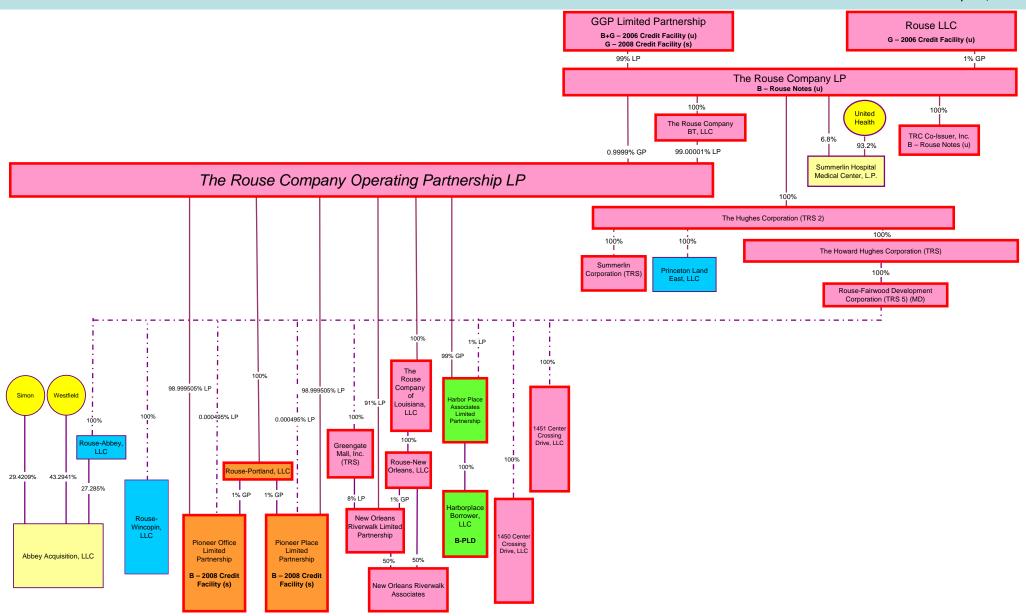


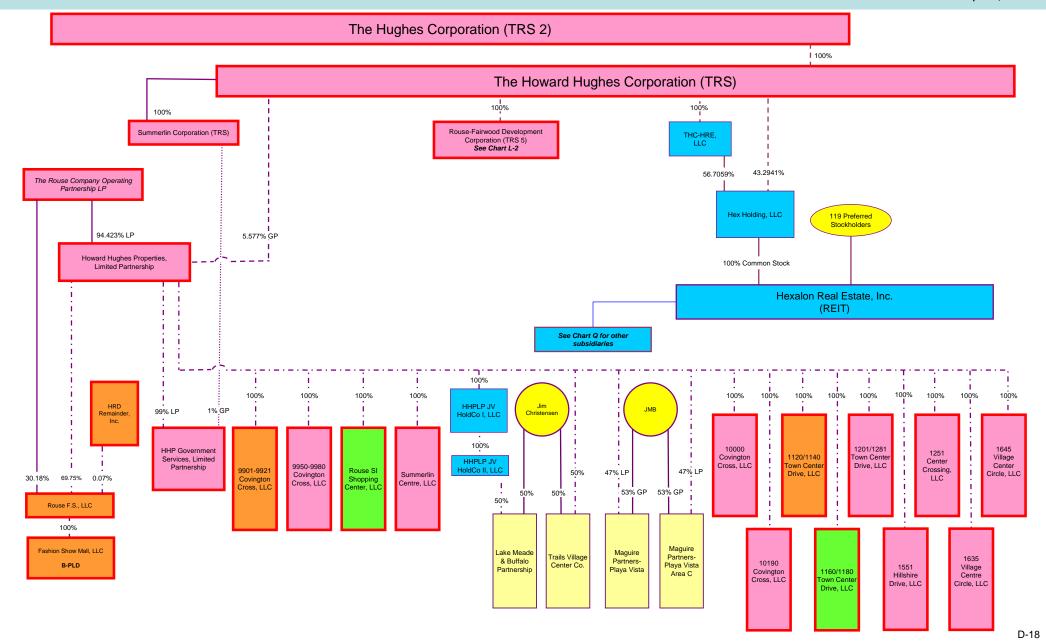


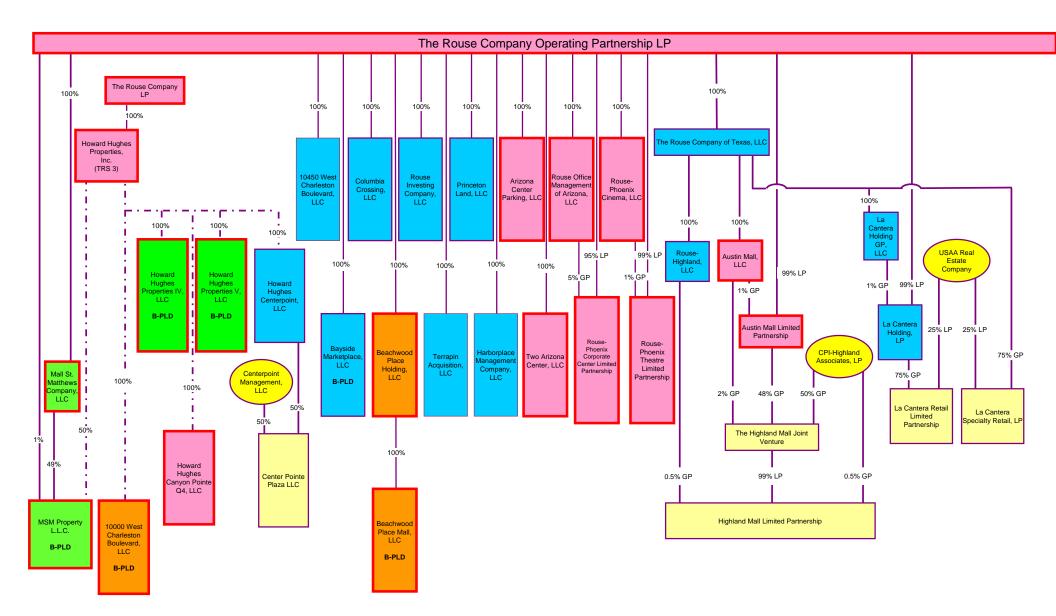


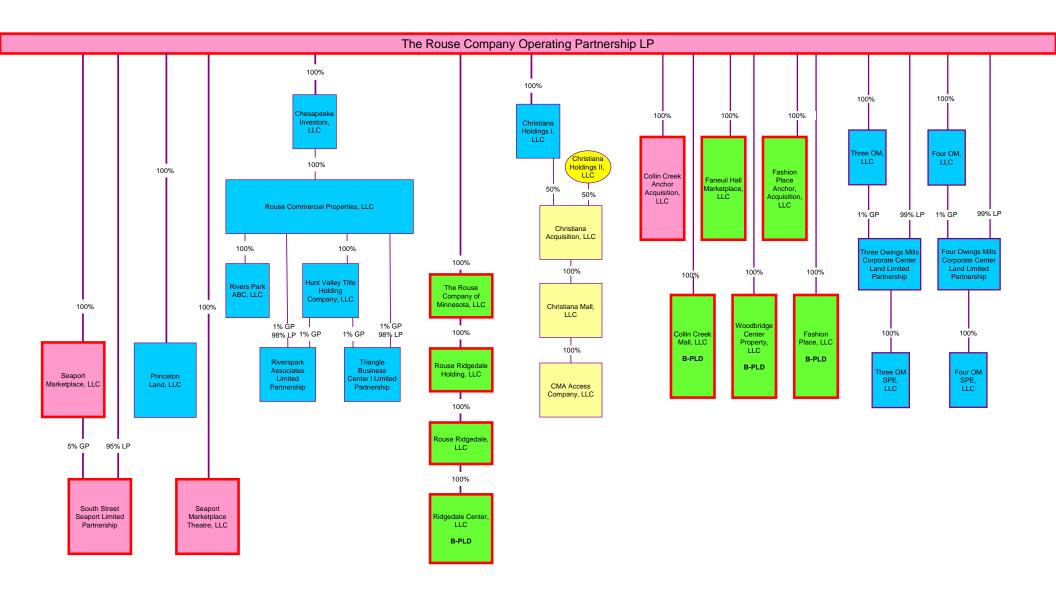


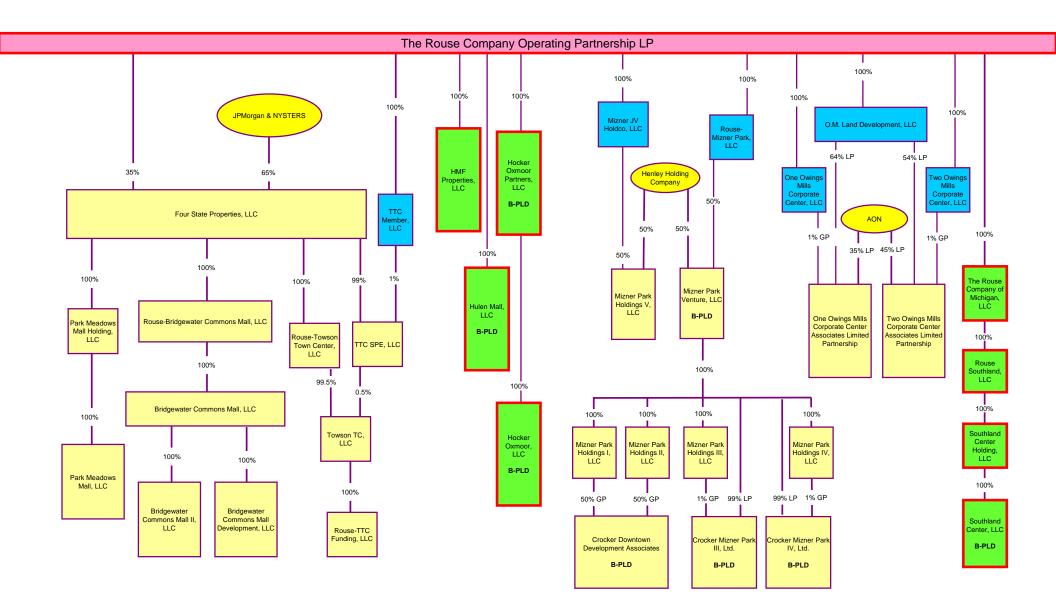
¹ GGP does not control this joint venture. For purposes of preparing this chart, GGP has relied on the most recent information provided by its joint venture partner regarding the joint venture's ownership percentages in its subsidiaries.

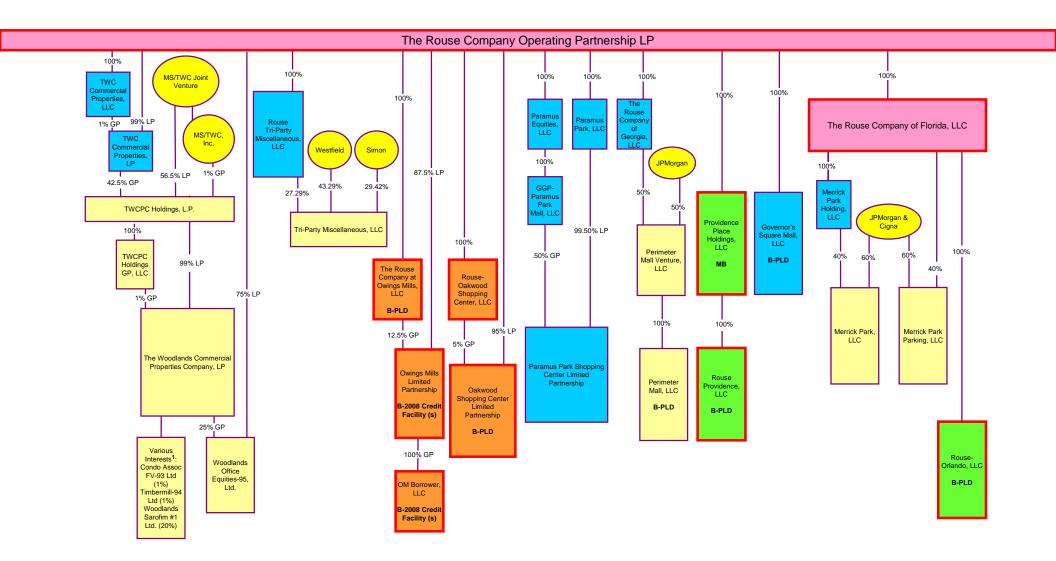




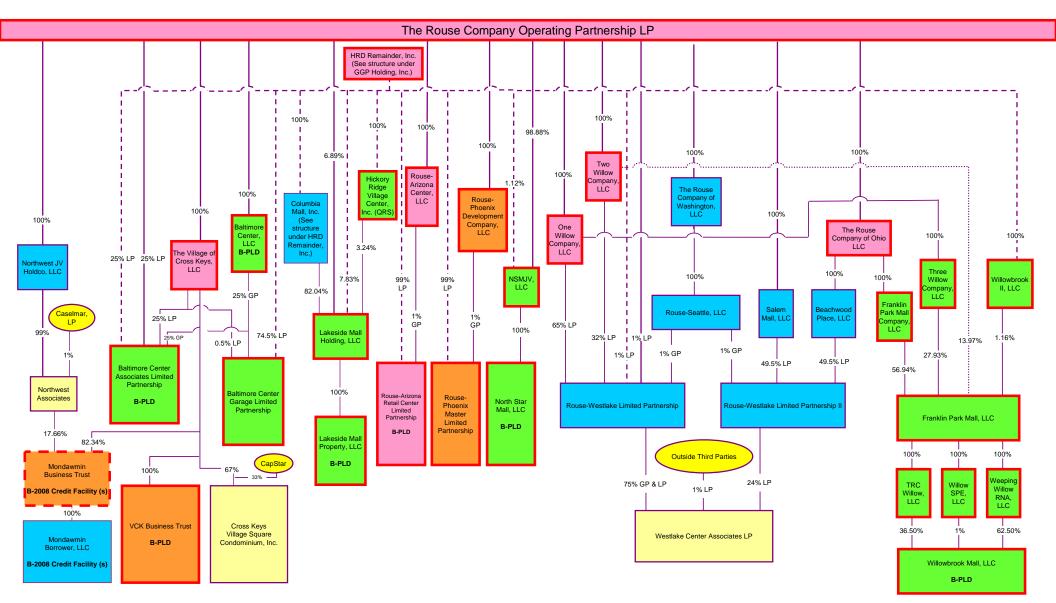


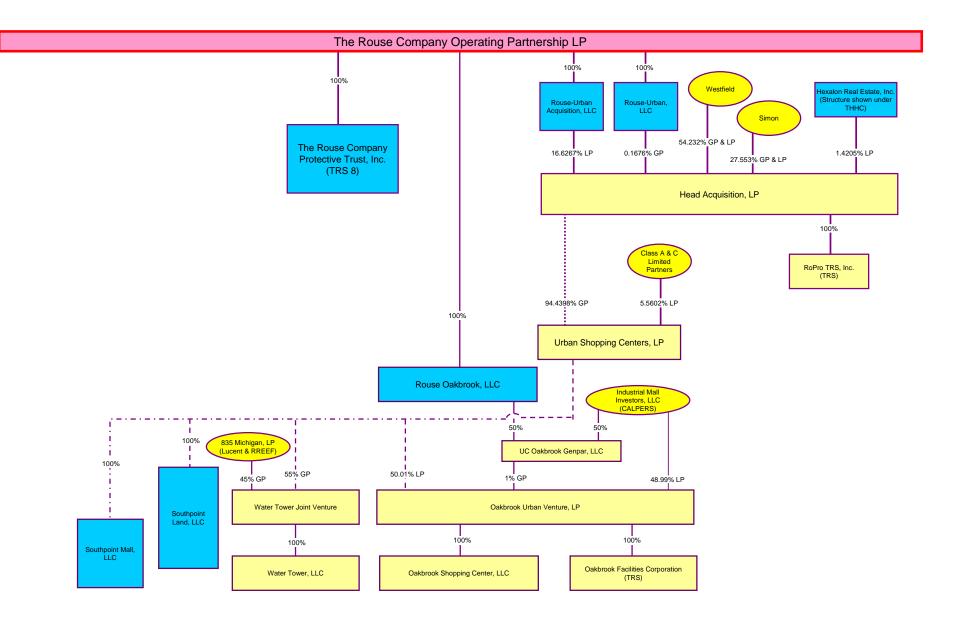


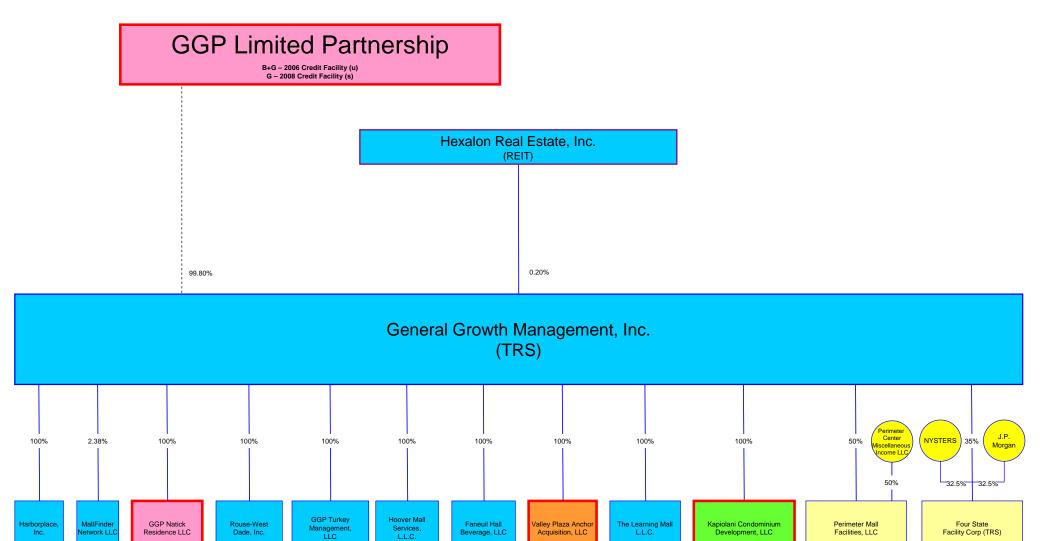




¹ GGP does not control this joint venture. For purposes of preparing this chart, GGP has relied on the most recent information provided by its joint venture partner regarding the joint venture's ownership percentages in its subsidiaries.







Supplement to Appendix E - Corporate Reorganization Process

Pursuant to Section 5.1 of the Plan, this supplement to <u>Appendix E</u> to the Disclosure Statement sets forth the contemplated merger, dissolution or consolidation of certain entities by the Plan Debtors in conjunction with implementation of the Plan. The proposed corporate reorganization is described herein on a property-by-property basis, as listed in the index below. For each property owned by the additional Plan Debtors, identified in the supplement to <u>Appendix C</u> to the Disclosure Statement attached hereto, this supplement to <u>Appendix E</u> to the Disclosure Statement includes: (i) a description of all corporate acts and property transfers, if any, necessary to implement the reorganization; (ii) a structure chart showing the current corporate structure, combined with an illustration of the proposed corporate reorganization, if any; and (iii) a structure chart showing the projected corporate structure upon emergence, if applicable. Capitalized terms used in this <u>Appendix E</u> are defined in <u>Appendix A</u> to the Disclosure Statement, as supplemented or amended.

Page #	Property Name
E-1	Fox River Mall

FOX RIVER MALL:

Fox River Shopping Center, LLC (DE) (Case No. 09-12113), is the owner of the mall known as Fox River Mall and is wholly owned by GGP Limited Partnership. There are no changes to this entity's ownership structure.

FOX RIVER MALL

No Structure Changes Upon Emergence

